

AETNA BUSINESS CREDIT, INC.  
111 FOUNDERS PLAZA  
EAST HARTFORD, CONNECTICUT 06108

8456  
RECORDATION NO. .... Filed & Recorded  
AUG 27 1976 - 9 42 AM  
INTERSTATE COMMERCE COMMISSION

August 18, 1976

6-240-023  
AUG 27 1976  
Date .....  
Fee \$ 50

Secretary of the Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Sir:

CC Washington, D. C.

We herewith submit to you, for filing with the Interstate Commerce Commission, the enclosed three fully executed original counterparts of the Mortgage and Security Agreement dated as of August 18, 1976 between Aetna Business Credit, Inc. and Avtex Fibers Inc.

You are hereby authorized and instructed to file said Mortgage and Security Agreement pursuant to the provisions of Section 20c of the Interstate Commerce Act, as amended.

The enclosed documents have been acknowledged in forms substantially as set forth in Section 1116.3(c)(2) of Title 49, Code of Federal Regulations, by John N. Gregg, President, on behalf of Avtex Fibers Inc. and by Richard C. Klaffky, on behalf of Aetna Business Credit, Inc.

We are enclosing herewith a check in the amount of \$50, payable to your order, which covers the recordation fee.

The names and addresses of the parties to the transaction are as follows:

Mortgagee-Aetna Business Credit, Inc.  
111 Founders Plaza  
East Hartford, Connecticut 06108

Mortgagor-Avtex Fibers Inc.  
600 North Jackson Street  
Media, Pennsylvania

Grantor-None

RECEIVED  
AUG 27 9 42 AM '76  
I.C.C.  
FEE OPERATION BR.

*Yolanda Fajana*  
*Quintana*

The general description of the equipment covered by said Mortgage and Security Agreement is as follows:

(1) 1 (one) 1943 model G.E. diesel locomotive - 65 ton, 500 horsepower - rebuilt in 1972 - Serial Number 18010.

(2) 1 (one) 1943 model G.E. diesel locomotive - 65 ton, 500 horsepower - rebuilt in 1971 - Serial Number 18009.

(3) 1 (one) 1947 model G.E. locomotive - 65 ton, 400 horsepower - rebuilt in 1969 - Serial Number 28660.

(4) 1 (one) 1942 model G.E. locomotive - 44 ton, 200 horsepower - Serial Number 15757.

(5) 1 (one) brown track crane - 1949 model - 25 ton - no serial number.

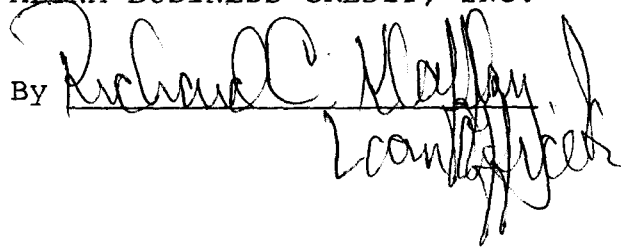
We understand that two of the enclosed counterparts will be retained in the Commission's files and that one of the counterparts, with the recording date stamped thereon, will be returned in accordance with our request. Please return said counterpart to Aetna Business Credit, Inc., 111 Founders Plaza, East Hartford, Connecticut 06108, Attention: Richard B. Polivy, Esq.

The person signing this letter on behalf of Aetna Business Credit Inc. is an executive officer of Aetna Business Credit, Inc, having knowledge of the matters set forth herein.

Very truly yours,

AETNA BUSINESS CREDIT, INC.

By

  
Loan Officer

Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**OFFICE OF THE SECRETARY**

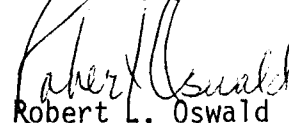
**8/27/76**

- **Aetna Business Credit, Inc.**  
**111 Founders Plaza**  
**East Hartford, Conn. 06108**

Dear Sir:

The enclosed document was recorded pursuant to the provisions  
of Section 20c of the Interstate Commerce Act, 49 U.S.C. 20c, on **8/27/76**  
at **9:45am**, and assigned recordation number **8456**

Sincerely yours,

  
Robert L. Oswald  
Secretary

Enclosure

SE-39  
(2/75)

MORTGAGE AND SECURITY AGREEMENT

AUG 27 1976 - 9 45 AM

~~INTERSTATE COMMERCE COMMISSION~~

THIS DOCUMENT confirms portions of a Loan and Security Agreement dated as of August 18, 1976 (herein, as at any time hereafter amended or supplemented, called the "Loan Agreement") entered into by and among AVTEX FIBERS INC., a Corporation of the State of New York (herein called "Avtex"), with its principal place of business at 600 North Jackson Street, Media, Pennsylvania 19063, together with all present Subsidiaries of Avtex, and AETNA BUSINESS CREDIT, INC., a Corporation of the State of New York (herein called "Aetna"), with its principal place of business at 111 Founders Plaza, East Hartford, Connecticut 06108.

THIS DOCUMENT conforms in all respects with the Loan Agreement and is executed for the purpose of providing a convenient document for recording in the Office of the Secretary of the Interstate Commerce Commission.

## WITNESSETH:

WHEREAS, Aetna substantially contemporaneously herewith is making a loan to Avtex; and

WHEREAS, such loan is evidenced by the promissory note contemplated by the Loan Agreement; and

WHEREAS, Avtex owns all right, title and interest in and to the items of rolling stock set forth in EXHIBIT A attached hereto and made a part hereof.

NOW, THEREFORE, in order to secure the indebtedness evidenced by the aforesaid promissory note, including interest thereon, and the performance of all obligations and agreements of Avtex herein and in the Loan Agreement contained, and for other good and valuable consideration, the receipt of which by Avtex is hereby acknowledged, Avtex hereby irrevocably grants, bargains, mortgages, pledges, sells, creates a security interest in, conveys, transfers, assigns, sets over and confirms, as and by way of a first mortgage and security interest having priority over all other security interests unto Aetna, with power of sale to the extent permitted by law, all of Avtex's right, title, and interest in and to all goods, including without limitation, all railroad cars, locomotives and

other rolling stock now, or hereafter owned by Avtex, including, without limitation the items of rolling stock listed in Exhibit A annexed hereto and made a part hereof;

TO HAVE AND TO HOLD the same unto Aetna, its successors and assigns, forever; provided, however, that these presents are upon the express condition, that if Avtex shall pay and discharge the indebtedness evidenced by said promissory note in accordance with the terms thereof, and all other sums that may be secured thereby, then this Mortgage and the estate and rights hereby granted shall cease, determine and be void, and the entire right, title and interest in said railroad cars, locomotives and rolling stock shall be reassigned, revert to and be vested in Avtex, otherwise this Mortgage to remain in full force and effect.

Avtex agrees (a) in addition to the property referred to specifically in the Loan Agreement, the term "Collateral" as used in the Loan Agreement shall include any railroad cars, locomotives and other rolling stock referred to herein, and (b) in addition to the rights and remedies given to Aetna under the Loan Agreement upon the occurrence of any default provided for therein, Aetna shall have the rights and remedies of a secured party under the Uniform Commercial Code.

Aetna shall suffer Avtex to repossess, control, and manage the goods including the rolling stock aforesaid, and to receive and use the income, revenue, and profits arising from said goods and rolling stock in the same manner and with the same effect as if this Mortgage had not been made so long as Avtex shall pay the indebtedness secured by this Mortgage in accordance with the terms of said promissory note.

IN WITNESS WHEREOF, Avtex and Aetna have caused this Mortgage and Security Agreement to be duly executed as of the day and year first above written.

(Corporate Seal)

Attest:

Stephen Jacobs  
Secretary

AVTEX FIBERS INC.

BY

John N. Gress  
PRESIDENT  
(Title)

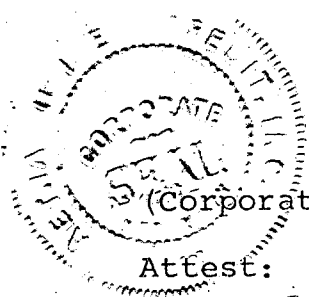
STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK)

On this 17th day of August, 1976, before me personally appeared John N. Gregg, to me personally known, who being by me duly sworn, says that he is the President of Avtex Fibers Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
PRESIDENT

My commission expires \_\_\_\_\_

CHARLES DUBROFF  
Notary Public, State of New York  
No. 31-4602170  
Qualified in New York County  
Commission Expires March 30, 1978



(Corporate Seal)

Attest:

*R. B. [Signature]*  
Asst Secretary

AETNA BUSINESS CREDIT, INC.

By *Richard C. Mayhew, Jr.*  
*Loan Officer*  
(Title)

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) : ss.:

On this <sup>19<sup>th</sup></sup> day of August, 1976, before me personally appeared Richard C. Klaffky, Jr. to me personally known, who being by me duly sworn, says that he is the Loan Officer of Aetna Business Credit, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Frances Dickstein

FRANCES DICKSTEIN, Notary Public  
State of New York, No. 03-0952775  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires March 30, 1977


My commission expires \_\_\_\_\_





STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK)

On this 17th day of August, 1976, before me personally appeared John N. Gregg, to me personally known, who being by me duly sworn, says that he is the President of Avtex Fibers Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
PRESIDENT



My commission expires \_\_\_\_\_

CHARLES DUBROFF  
Notary Public, State of New York  
No. 31-4602170  
Qualified in New York County  
Commission Expires March 30, 1978

Exhibit A

Rolling Stock Owned By Avtex

(1) 1 (one) 1943 model G.E. diesel locomotive - 65 ton, 500 horsepower - rebuilt in 1972 - Serial Number 18010

(2) 1 (one) 1943 model G.E. diesel locomotive - 65 ton, 500 horsepower - rebuilt in 1971 - Serial Number 18009.

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